

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

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Chapter 11

In Re:

SHAPES/ARCH HOLDINGS L.L.C., *et al.*,

Case No. 08-14631
(Jointly Administered)

Debtors.

Judge: Gloria M. Burns

CONSENT ORDER RESOLVING THE CLAIMS OF PPG INDUSTRIES, INC.
(Claim numbers 538 and 539)

The relief set forth on the following pages, numbered two (2) through five (5), is hereby
ORDERED.

(Page 2)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*
Case No: 08-14631
Caption of Order: CONSENT ORDER RESOLVING THE CLAIMS OF PPG
INDUSTRIES, INC. (Claim numbers 538 and 539)

WHEREAS, on March 16, 2008, the above-captioned debtors (together, the “Debtors” and each a “Debtor”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, the cases are being jointly administered pursuant to this Court’s Order dated March 18, 2008; and

WHEREAS, on the Petition Date, the Debtors filed their Statements of Financial Affairs, Schedules of Assets and Liabilities and Schedule of Executory Contracts and Unexpired Leases (the “Bankruptcy Schedules”); and

WHEREAS, on the Petition Date, the Debtors scheduled PPG Industries, Inc. (“PPG”) as having two unsecured claims, one for \$143,900.96 against Debtor Shapes LLC and the other for \$232,984.62 against Debtor Accu-Weld LLC, and subsequently amended the Bankruptcy Schedules to reflect a claim against Shapes LLC in the amount of \$169,583.22 ((the “Scheduled Claims”); and

WHEREAS, PPG filed proof of claim number 538 in the amount of \$161,740.96 and proof of claim number 539 in the amount of \$244,407.62 and asserted an administrative claim pursuant to section 503(b)(9) of the Bankruptcy Code (the “Administrative Claim”); and

WHEREAS, by Order dated July 24, 2008 [Dkt. No. 561], the Bankruptcy Court confirmed the Debtors’ Third Amended Joint Plan of Reorganization, (the “Plan”); and

WHEREAS, PPG has received payment on account of the Administrative Claim; and

(Page 3)

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WHEREAS, pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan) [Dkt. No 376], the Trust, by its Trustee, Steven D. Sass, was empowered to, among other things, review, file objections to and resolve unsecured claims; and

WHEREAS, the Trust has reviewed the proofs of claim, information provided by PPG and the Debtors' books and records as they pertain to PPG, and has engaged in good faith, arms' length negotiations with PPG; and

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements and covenants hereinafter set forth, and the parties hereto intending to be legally bound hereby, PPG and Trust agree as follows:

1. In full and final settlement of PPG's unsecured claims against the Debtors,
2. proof of claim number 538 shall be reduced and allowed in the amount of \$138,745.96 and proof of claim number 539 shall be reduced and allowed in the amount of \$169,538.22. Both claims shall be classified as general unsecured claims against the Debtors in the reduced amounts and treated as part of Class 10 under the Plan.
3. PPG hereby waives and releases any and all other unsecured claims against the Debtors, their estates and the Trust.
4. Nothing contained herein shall affect the Administrative Claim or the payment thereon.

(Page 4)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Case No: 08-14631

Caption of Order: CONSENT ORDER RESOLVING THE CLAIMS OF PPG
INDUSTRIES, INC. (Claim numbers 538 and 539)

5. This Agreement shall be binding upon and shall inure to the benefit of each of the parties hereto and their respective successors and assigns and any successor of any of them.

6. No modification or waiver of, or with respect to, any provision of this Agreement, or consent to any departure from any of the terms or conditions hereof, shall in any event be effective unless it shall be in writing and signed by the parties hereto.

7. Whenever the context may require, any pronoun used herein shall include the corresponding masculine, feminine or neuter forms and the singular form of nouns and pronouns shall include the plural and vice versa.

8. This Agreement has been negotiated and entered into in the interest of settlement and compromise only, without an admission, liability or fault on the part of any party.

9. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same agreement. A facsimile signature shall be sufficient to bind the parties as if it were an original signature.

10. Each party expressly represents that it has entered freely and voluntarily into this Agreement after careful review and the opportunity to consult with counsel. Except as otherwise expressly set forth herein, no representations have been made by either party with respect to any of the matters addressed in this Agreement or with respect to the Chapter 11 cases.

11. The terms, conditions and provisions of this Agreement shall be governed by, and construed in accordance with, the United States Bankruptcy Code and to the extent applicable,

(Page 5)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Case No: 08-14631

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the internal laws of the State of New Jersey, without giving consideration to any other state's
conflict of law provisions.

The undersigned consent to the entry of the within Order.

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By: /s/ Carrie E. Mitchell
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